

# **EXHIBIT A**

# COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

### OF

## BHARAT ALUMINIUM COMPANY LIMITED

- I. The name of the Company is Bharat Aluminium Company Limited
- II. The Registered Office of the Company will be situated in the Union Name  
territory of Delhi.
- III. A. The main objects for which the Company is established are :- Registered  
office  
  
1. To carry on in India and elsewhere trades or business of metallurgists  
and miners including beneficiation of minerals, mineral dressing, Objects  
concentration, smelting, refining and the extraction, manufacture and  
fabrication, purchase and sale of and generally dealing in all metals  
and their products and alloys and in particular to manufacture and/or  
produce and/or otherwise engage generally in the manufacture or  
production of/ or dealing in alumina, aluminium and aluminium products  
and by-products and the sale, dealing or other disposition of alumina,  
aluminium and aluminium products and by-products.  
  
2. Without prejudice to the generality of the other powers of the Company:-  
  
a) to mine, quarry, beneficiate, dress, smelt, refine, manufacture, process,  
fabricate, purchase or otherwise acquire, sell or otherwise dispose of  
or deal in bauxite and other aluminium - bearing ores, alumina,  
aluminium, aluminium alloys and compounds, aluminium goods, wares  
& products of all kinds, chemicals, chemical compounds and metals,  
minerals or other materials of every kind needed for or resulting from  
the mining, production or processing of bauxite or other aluminium-  
bearing ores, alumina, aluminium and aluminium products of every  
kind.  
  
b) to search for, inspect, prospect, examine, explore, mine, quarry,  
purchase or otherwise acquire in the Union of India, or elsewhere in the

world, bauxite or other aluminium-bearing ores, felspar, fluorspar and all other metals, minerals and mineral substances of every kind which may be of direct or indirect use in the production of alumina, aluminium and aluminium products, or which may result as an incident to or by-product of any of the foregoing.

- B. The Company shall also be entitled to carry on all or any of the undermentioned objects being incidental or ancillary to the attainment of the main object specified in clause A hereof :
1. general metal founders, casters, spinners, rollers and workers of and in metals and their alloys including aluminium and sodium and their alloys and metallic combination of all kinds,
  2. electrical, civil and/or mechanical engineers,
  3. metal and mineral merchant,
  4. miners,
  5. carriers, merchants and contractors
  6. iron masters steel makers, steel converters, colliery and mine proprietors, coke manufacturers smelters, refiners, tinplate makers and iron founders, in all their respective branches,
  7. boiler makers millwrights, machinists and smiths in all their respective branches,
  8. chemicals, in all their different branches, manners and distillers,
  9. gas makers,
  10. manufacturers of machinery, tool-makers, brass founders, metal workers, wood-workers and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds,
  11. metallurgists and chemists,
  12. manufacturing and dealing in all kinds of industrial and other preparations and articles and compounds.
  13. dye-making, paints including oilpaint, pigments and varnishes,
  14. electrical, chemical, photographic and scientific apparatuses and materials,
  15. an Electric Power, Light and Supply Company in all its branches in accordance with the law in force for the time begin and in particular to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulators, lamps and works, and to generate, acquire by purchase in bulk, accumulate, distribute and supply by sale, exchange or otherwise, electricity, and to light cities, towns, streets and buildings and places, both public and private,



16. electricians, mechanical engineers, suppliers of electricity for the purpose of light, heat, motive power or otherwise, and manufacturers of and dealers in all kinds of electrical; machinery and apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise,
17. quarry masters and stone merchants, and to buy, sell get, work, shape, hew, carve, polish, crush, and prepare for market or use stone of all kinds,
18. road and pavement makers and repairers and manufacturers of and dealers in lime, cement, mortar, concrete and building materials of all kinds, and as builders and constructors for the execution of works and buildings of all kinds in the construction of which stone is required,
19. printers, lithographers and binders.

C. The other objects for which the Company is established are :-

1. To purchase, take on lease or in exchange or under amalgamation, licence or concession, or otherwise acquire mines, mineral beneficiation, dressing, concentration and refining plants, lands, buildings, work-shops, power-houses, barges, steamers, ships and all craft, rope-way tram, planes and equipments, machinery, siding locos, works and any rights and privileges or interest therein and to explore, prospect, work, develop, administer, manage or control and to turn to account the same.
2. To acquire by lease, grant, assignment, transfer or otherwise any grants or concessions of any mineral fields, mines, mineral and mine contracts works and premises from any person or person, corporation, company, Government or local body in India or elsewhere, and to perform and fulfil the conditions thereof.
3. To construct, execute, carry out, equip, improve, work, purchase or otherwise acquire, hire, lease, develop, administer, manage or control in India or elsewhere works and conveniences of all kinds which expression in this Memorandum includes mines, beneficiation, mineral dressing, concentration, smelting, refining and fabrication plants, workshops and Engineering establishments of all kinds, quarries, barrages, dams, sluices, locks, embankments, moles, break-waters, docks, quays, harbours, piers, wharves, canals tanks, bridges, aqueducts, reservoirs, irrigations, reclamation, improvement, river-works of all kinds; barges, steamers, ships and all kinds of craft capable of being used for transports of all kinds of goods and articles on water, railways, ropeways, tramways, roads, sewage, drainage, sanitary, paving, water, gas electric, light, telephone, telegraphic, wireless-telegraphic, hydro-electric, and power supply works, and hotels and warehouses, markets, cinemas, theaters, schools, colleges and all kinds of educational institutions and buldings, private or public dwellings and houses, villages, sheds, dwellings, offices, shops and stores and all other works or conveniences whatsoever.



4. To sink wells, and shafts, lay down pipes, construct, maintain and improve any tramways, roads sidings railways, telegraph and telephone lines, wharves, piers, docks, canals, reservoirs, watercourses, ware-houses, shed and other buildings and works calculated directly or indirectly to advance the interests of the Company and to pay or contribute to the expenses of constructing , maintaining and improving any such works.
5. To apply for , tender purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution, carrying out equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out , dispose of , or otherwise turn to account the same.
6. To enter into contracts with any other Company or person as to interchange of traffic, running power, sidings, carriage of goods, wares and merchandise or otherwise which the Company may deem expedient.
7. To acquire , use, develop or otherwise turn to account any method, system or process of construction by the use of steel, iron ,cement, concrete, wood or other material or any combination thereof in connection with the business of the Company.
8. To buy, sell, manufacture, repair, refine, manipulate, alter, improve, exchange, let out on hire, import export; and deal in all factories, engines, works, plants, machinery, wagons, rolling stock, tools implements, utensils, appliances, apparatus, product, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the Company.
9. To manufacture, construct, maintain, lay down , carry out , work, sell let on hire and deal in telephonic and all kinds of works, machinery, apparatus, conveniences, and things capable of being used in connection with any of the objects of the Company, and in particular, manufacture any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters and engines.
10. To purchase, take on lease, licence or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account, concessions, grants, decrees, licences, privileges, options, claims, leases, property, movable or immovable or rights or powers of any kind which may appears to be necessary or convenient for any business of the Company.
11. To purchase, charter, hire, build or otherwise acquire vehicles and vessels of any or every sort or description for use on or under land or water or in the air



and to employ, equip and load the same for the carriage of merchandise of all kinds or passengers, and to let out, to hire and to trade with any such vehicles, vessels or any part thereof when not required for the Company's business at such rates of freight and on such terms as may be considered advantageous to the Company.

12. To develop generally the resources of any lands, properties and rights or privileges to be at any time acquired by the Company.
13. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other right over and in any the manner deal with or dispose of the undertaking, property, assets, right and effects of the Company or any part thereof for such considerations as may be thought fit and in particular for stocks, share (whether fully or partly paid-up), debentures or securities of any other Company.
14. To manage, improve, develop and turn to account or otherwise deal with all or any part of the property and rights of the Company whether movable or immovable.
15. To employ, engage, accept experts, consultants, collaborators, Indian and foreign, in connection with any of the operations of the company and pay them in any manner in particular by issue of stock, shares, debentures of the Company.
16. To establish, regulate, Branches or Agencies of the Company at any place in India or elsewhere and to discontinue the same.
17. To purchase or by other means acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and manufacture and to spend money in experimenting upon and testing and improving or seeking to improve and patent, inventions or rights which the Company may acquire or propose to acquire.
18. To subsidise or contribute to or otherwise assist in or take part in the construction, maintenance, improvement, management, working control or superintendence of any operations or works or buildings useful or expedient or convenient or adoptable for the purposes of the Company which may be constructed or may belong to or be worked by be under the control or superintendence of other, and to subsidise or otherwise assist any persons or Companies responsible for or concerned or interested in any undertaking or operation in conjunction with the Company.
19. To buy, sell, manufacture, and deal in goods, ware and merchandise (including all conveniences or necessities of life which may be used or required by workmen or others whether employed by the Company or not) and to open and keep shops or stores, and generally to carry on manufacturing, trading or other business.



20. To pay for any lands, business, property, assets or rights acquired by the Company, wholly or partially in shares, debentures or other securities or obligations of the Company, or belonging of the Company, and whether fully or partly paid and as part of the terms of any such purchase or otherwise to grant options upon any unissued shares of the Company.
21. To advance, deposit with or lend money, securities, and property to or receive loans or grants or deposits from the Government, banks or financial institutions.
22. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as may seem expedient and in particular to customers of and persons having dealings with the Company but not to do any banking business.
23. To undertake financial and commercial obligations, transactions and operations of all kinds.
24. To guarantee the performance of the obligation of and the payment of dividends and interests on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly to indirectly to further the objects of the Company or the interest of its shareholders.
25. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture stock, debentures, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or any person, firm, or company whomsoever whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts and obligations.
26. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks and securities or obligations, of any other company, whether Indian or foreign.
27. To issue, place, underwrite or guarantee the subscription of on concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture-stocks, bonds, stocks and securities of any company, whether Limited or unlimited or incorporated in Indian or elsewhere at such time as may be agreed upon.
28. To invest any moneys of the Company not for the time being required for any of the purposes of the Company in such investments (other than shares or stocks in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
29. To borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company, or by mortgage, hypothecation, pledge or charge of all or any part of the property



of the Company or of its uncalled capital or in such other manner as the Company shall think fit.

30. To draw, make, accept, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
31. To pay all costs, charges and expenses on account of advertisements, underwriting commissions, brokerage, printing, stationery and such other things incurred by the Company in the promotion, and establishment of the Company or considered as preliminary by the Company.
- 32 (a) To establish, maintain and operate general educational institutions, schools and colleges and hostels for the benefit to the children of the employees or ex-employees of the Company, their dependents or connection of such persons and others and to make grant and awards and grant scholarships.
- (b) To establish, maintain operate technical training institution, hostel for mining engineers, chemical engineers, power engineers, civil engineers, mechanical engineers, drilling engineers, production engineers, and other engineers of all types, mineral and other technologists, surveyors, draftsmen, overmen, sirdar, chemists and all other technical staff and artisans and mechanics of all types and kinds, and accountants and others in India or in any part of the world, to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, storekeepers and other personnel likely to be useful to or assist in any business which the Company is authorised to carry on.
- (c) To establish, maintain and operate hospitals, dispensaries, first-aid centres and other medical institutions public health installation, markets, shops and stores, clubs, cinemas and entertainment places, motor transport services, housing colonies, hotels and restaurants, guest houses, hostels, dhobykhanas, dairies, fire service stations for the benefit of employees and their families and others.
- (d) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshop for scientific and technical search and experiments, to undertake and carry on scientific and technical researches, experiments, and test of all kinds, to promote studies and researches both scientific and technical investigations, and inventions by providing, subsidising, endowing or assisting laboratories, workshop libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiment, texts and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
33. To purchase or otherwise acquire all or any part of the business, property including all assets such as machinery, housing, buildings, workshops etc., and liabilities



of any person, corporation, Government or company the business of which is capable of being conducted so as directly or indirectly to benefit this Company.

34. To procure and arrange for registration, incorporation or recognition of the Company in or under the law's of any country, to appoint agencies to the company and do all acts necessary for carrying on in any foreign country any business of the Company, to petition either singly or jointly with others to legislature, authorities, local, municipal and other foreign bodies, for the purpose of getting enacted acts and laws or for obtaining decrees, interests, orders, rights and privileges that are conducive to the interests of the Company or to protest against such petitions and transactions as are likely to be prejudicial to the interests of the company, to give the Company the rights and privileges any part of the world as are possessed by local Companies or partnership of a similar nature.
35. (a) To form incorporate or promote any joint stock company or companies for carrying into effect any of the objects of this Company and to take or otherwise acquire and hold shares in any such company and generally in any company the business of which is capable of being conducted so as directly or indirectly to benefit this Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation.
- (b) To promote and undertake the formation of any institution or company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purposes which may seem directly or indirectly calculated to benefit the Company or form any subsidiary company or companies.
- (c) To remunerate any person, firm, or company for services rendered or to be rendered in obtaining subscriptions, for or placing or assisting to place or to obtain subscriptions for or guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have any interest.
36. To enter into partnership or into any arrangement for sharing profits or into any union of interests, co-operation, joint adventure, reciprocal concession or amalgamation either in whole or in part with any other companies or persons carrying or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money, to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire share and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
37. (a) To obtain Order, or Act of Legislature in India, or from the authorities of any other



country, as may be necessary for enabling the Company to obtain all powers and authorities necessary, or expedient and to carry out or extend any of the objects of the Company, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

- (b) To enter into any arrangements with the Government of India or any local or State Government in India or with the Government of any other country or with any authorities, local or otherwise or other persons that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers and privileges, licences, grants and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 38. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, circulars, publication of books and periodicals and granting prizes, rewards and donations.
- 39. To undertake and execute any trusts the undertaking of which may seem to benefit the Company either gratuitously or otherwise.
- 40. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or funds in anywise connected with any particular trade or business or with trade or commerce generally and particularly with the trade including any association, institution, or funds for the protection of the interest of masters, owners and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors' business or their families or dependents.
- 41. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- 42. (a) To subscribe or otherwise to assist or to guarantee money for any charitable, benevolent, religious, scientific, national or other institutions or for any exhibition, the objects of which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation of public and general utility or otherwise.
- (b) To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national, trust, public body, museum, corporation or authority or any trustees on behalf of any of the same or of the public.
- 43. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants



of money, pensions, allowances, bonus or other payment or by creating and from time to time subscribing to provident and other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instruction and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

44. To do all or any of the above mentioned things and all such other things as are incidental or may be thought conducive to the attainment of the above mentioned objects or any of them and as principals, agents, contractors, trustees, or otherwise and either alone or in conjunction with others.

45. To take up all or any one or more of the above mentioned objects simultaneously or one after the other or to keep any one or more of the objects in abeyance for any period of time if and when necessary.

D. It is hereby declared that the word 'company' in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body or other body of persons whether incorporated or not incorporated.

IV. The liability of the members is limited.

V. The authorised share capital of the Company is Rs. 500 crores divided into 50,00,00,000 equity shares of Rs. 10/- each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the share in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles or Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company, but subject always to the provisions of the Companies Act, 1956.

(Amended at the 36th EGM held on 11-12-1992.)

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name of Subscriber	Address, description & occupation, if any	No. of shares taken by each subscriber	Signature of witnesses and their addresses, description and occupation.
1. President of India	R. N. Vasudeva Joint Secretary  Department of Mines & Metals Ministry of Steel & Mines	One Equity	
2. C. S. Venugopala Rao	Deputy Secretary Department of Mines & Metals Ministry of Steel & Mines	One Equity	
3. P. G. Gavai	Deputy Secretary Department of Mines & Metals Ministry of Steel & Mines	One Equity	

Dated this 27th day of November, 1965.

(Seal of the Govt. of India)

Form I. R.

**CERTIFICATE OF INCORPORATION**

No. 4518 of 1965-66

I hereby certify that Bharat Aluminium Company Limited is this day incorporated under the Companies, Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at NEW DELHI this TWENTY SEVENTH (6th) day of NOVEMBER (AGRAHAYANA) One thousand nine hundred and SIXTY FIVE (1887- Saka.)

Sd/-

(J. K. LAL)

Registrar of Companies,  
Delhi.

(Seal of Registrar of Companies, Delhi).